

CHAPTER 97
FORMERLY
SENATE BILL NO. 95

AN ACT TO AMEND CHAPTER 17, TITLE 6 OF THE DELAWARE CODE RELATING TO THE CREATION, REGULATION, OPERATION AND DISSOLUTION OF DOMESTIC LIMITED PARTNERSHIPS AND THE REGISTRATION AND REGULATION OF FOREIGN LIMITED PARTNERSHIPS.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE:

Section 1. Amend § 17-102(3), Chapter 17, Title 6 of the Delaware Code by inserting the word “, formed” immediately after each appearance of the words “reserved, registered” in such subsection, by deleting the words “limited partnership,” immediately after the words “any domestic or foreign corporation, partnership,” in the proviso in such subsection, by inserting the words “or foreign limited partnership” immediately before the second appearance of the word “reserved” in such subsection, by deleting the word “or” immediately after the words “the other corporation, partnership, statutory trust,” in such subsection, by inserting the words “or foreign limited partnership” immediately before the words “, which written consent shall be filed” in such subsection, and by inserting the words “provided further, that, if on July 31, 2011 a limited partnership is registered (with the consent of another limited partnership) under a name which is not such as to distinguish it upon the records in the office of the Secretary of State from the name on such records of such other domestic limited partnership, it shall not be necessary for any such limited partnership to amend its certificate of limited partnership to comply with this subsection;” immediately after the second “;” in such subsection.

Section 2. Amend § 17-104, Chapter 17, Title 6 of the Delaware Code by adding a new subsection (k) at the end of such section reading as follows: “(k) As contained in any certificate of limited partnership, application for registration as a foreign limited partnership, or other document filed in the office of the Secretary of State under this chapter, the address of a registered agent or registered office shall include the street, number, city and postal code.”.

Section 3. Amend § 17-203, Chapter 17, Title 6 of the Delaware Code by designating all but the final sentence thereof as subsection (a), designating the final sentence thereof as subsection (c), and adding a new subsection (b) immediately prior to the new subsection (c) reading as follows: “(b) A certificate of cancellation that is filed in the office of the Secretary of State prior to the dissolution or the completion of winding up of a limited partnership may be corrected as an erroneously executed certificate of cancellation by filing with the office of the Secretary of State a certificate of correction of such certificate of cancellation in accordance with § 17-213.”.

Section 4. Amend § 17-206(b), Chapter 17, Title 6 of the Delaware Code by inserting a new sentence immediately before the first sentence of such subsection reading as follows: “Notwithstanding any other provision of this chapter, any certificate filed under this chapter shall be effective at the time of its filing with the Secretary of State or at any later date or time (not later than a time on the 180th day after the date of its filing if such date of filing is on or after January 1, 2012) specified in the certificate.”.

Section 5. Amend § 17-206, Chapter 17, Title 6 of the Delaware Code by adding a new subsection (f) at the end of such section reading as follows: “(f) Notwithstanding any other provision of this chapter, it shall not be necessary for any limited partnership or foreign limited partnership to amend its certificate of limited partnership, its application for registration as a foreign limited partnership, or any other document that has been filed in the office of the Secretary of State prior to August 1, 2011, to comply with § 17-104(k) of this chapter; notwithstanding the foregoing, any certificate or other document filed under this chapter on or after August 1, 2011 and changing the address of a registered agent or registered office shall comply with § 17-104(k) of this chapter.”.

Section 6. Amend § 17-215(b), Chapter 17, Title 6 of the Delaware Code by inserting a new sentence at the end of such subsection reading as follows: “Each of the certificates required by this subsection (b) shall be filed simultaneously in the office of the Secretary of State and, if such certificates are not to become effective upon their filing as permitted by § 17-206(b) of this title, then each such certificate shall provide for the same effective date or time in accordance with § 17-206(b) of this title.”.

Section 7. Amend § 17-217(b), Chapter 17, Title 6 of the Delaware Code by inserting a new sentence at the end of such subsection reading as follows: “Each of the certificates (and, as applicable, the statement) required by

this subsection (b) shall be filed simultaneously in the office of the Secretary of State and, if such certificates (and, as applicable, such statement) are not to become effective upon their filing as permitted by § 17-206(b) of this title, then each such certificate (and, as applicable, such statement) shall provide for the same effective date or time in accordance with § 17-206(b) of this title.”.

Section 8. Amend § 17-302(e), Chapter 17, Title 6 of the Delaware Code by deleting the words “a consent or consents in writing, setting forth the action so taken, shall be signed by the” in the second sentence thereof and by inserting in lieu thereof the words “consented to, in writing or by electronic transmission, by”.

Section 9. Amend § 17-302(f), Chapter 17, Title 6 of the Delaware Code by inserting two new sentences at the end of such subsection reading as follows: “Unless otherwise provided in a partnership agreement, a supermajority amendment provision shall only apply to provisions of the partnership agreement that are expressly included in the partnership agreement. As used in this section, "supermajority amendment provision" means any amendment provision set forth in a partnership agreement requiring that an amendment to a provision of the partnership agreement be adopted by no less than the vote or consent required to take action under such latter provision.”.

Section 10. Amend § 17-405(d), Chapter 17, Title 6 of the Delaware Code by deleting the words “a consent or consents in writing, setting forth the action so taken, shall be signed by the” in the second sentence thereof and by inserting in lieu thereof the words “consented to, in writing or by electronic transmission, by”.

Section 11. Amend § 17-1107(a)(2), Chapter 17, Title 6 of the Delaware Code by inserting the words “for each limited partnership whose registered agent has resigned by such certificate” immediately after “\$2.00” in such subsection.

Section 12. Amend § 17-1107(a)(3), Chapter 17, Title 6 of the Delaware Code by inserting the words “(except as otherwise provided in paragraph (11) of this subsection)” immediately after the words “under § 17-202 of this title” in such subsection.

Section 13. Amend § 17-1107(a)(7), Chapter 17, Title 6 of the Delaware Code by inserting the words “for each foreign limited partnership whose registered agent has resigned by such certificate” immediately after “\$2.00” in such subsection.

Section 14. Amend § 17-1107(a)(11), Chapter 17, Title 6 of the Delaware Code by inserting a new sentence at the end of such subsection reading as follows: “For filing any instrument submitted by a limited partnership or foreign limited partnership that only changes the registered office or registered agent and is specifically captioned as a certificate of amendment changing only the registered office or registered agent, a fee in the amount of \$50.”.

Section 15. This Act shall become effective August 1, 2011.

Approved July 07, 2011